

CITY NATIONAL CORP  
Form S-8  
May 29, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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(Exact name of registrant as specified in its charter)

**CITY NATIONAL CORPORATION**

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**95-2568550**  
(I.R.S. Employer  
Identification No.)

**555 S. Flower Street, Los Angeles, California, 90071**

(Address of Principal Executive Offices) (Zip Code)

**CITY NATIONAL CORPORATION 2008 OMNIBUS PLAN**

(Full title of the plan)

**Michael B. Cahill, Executive Vice President, General Counsel and Secretary**

**City National Corporation**

**555 S. Flower Street**

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Los Angeles, CA 90071

(Name and address of agent for service)

213-673-5300

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$1.00 Par Value (1)	2,000,000 (2)	\$62.76 (3)	\$125,520,000	\$17,120.93

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers an indeterminate number of additional shares that may become issuable pursuant to the anti-dilution adjustment provisions of the Plan.

(2) Represents 2,000,000 additional shares of Common Stock authorized to be issued under the registrant's 2008 Omnibus Plan (As Amended and Restated) (the 2008 Plan). Shares available for issuance under the 2008 Plan were initially registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on June 3, 2008 (Registration No. 333-151375).

(3) Estimated solely for the purpose of calculating the registration fee under Rules 457(c) and 457(h) of Regulation C under the Securities Act of 1933. The proposed maximum offering price per share with respect to the shares issuable under the 2008 Plan as of the filing date hereof is based on \$62.76 per share, which was the average of the high and low price of the Common Stock of the registrant on the New York Stock Exchange on May 28, 2013.

**EXPLANATORY STATEMENT**

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which a registration statement on this form relating to an employee benefit plan is effective. Pursuant to General Instruction E of Form S-8, this registration statement hereby incorporates by reference the contents of the registration statements on Form S-8 filed by the Registrant on June 3, 2008, November 19, 2010, May 6, 2011 and June 7, 2012 with respect to the Registrant's 2008 Plan (Registration Nos. 333-151375, 333-170712, 333-173985 and 333-181955).

**Item 8. Exhibits.**

<b>No.</b>	<b>Exhibit</b>
4.1	Restated Certificate of Incorporation (this Exhibit is incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009)
4.2	Certificate of Amendment of Restated Certificate of Incorporation (this Exhibit is incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012)
4.3	Bylaws, as amended to date (this Exhibit is incorporated by reference from the Registrant's Current Report on Form 8-K filed May 18, 2012)
5.1	Opinion of Michael B. Cahill
23.1	Consent of KPMG LLP
23.2	Consent of Michael B. Cahill (included in Exhibit 5.1)
24.1	Power of Attorney (on signature page)
99.1	2008 Omnibus Plan (As Amended and Restated) (incorporated by reference to Appendix A to the registrant's Proxy Statement dated March 13, 2013)

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## Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on May 29, 2013.

CITY NATIONAL CORPORATION  
Registrant

/s/ Russell Goldsmith  
Russell Goldsmith  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Russell Goldsmith, Christopher Carey and Michael B. Cahill and, in each case, any of their respective successors at the registrant (in functional position or otherwise) or designees, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ Russell Goldsmith Russell Goldsmith	President and Chief Executive Officer and Director (Principal Executive Officer)	May 29, 2013
/s/ Christopher J. Carey Christopher J. Carey	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 29, 2013
/s/ Olga Tsokova Olga Tsokova	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 29, 2013
/s/ Bram Goldsmith Bram Goldsmith	Chairman of the Board and Director	May 29, 2013
/s/ Christopher J. Warmuth Christopher J. Warmuth	Executive Vice President and Director	May 29, 2013

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/s/ Richard L. Bloch Richard L. Bloch	Director	May 29, 2013
/s/ Kenneth L. Coleman Kenneth L. Coleman	Director	May 29, 2013
/s/ Ashok Israni Ashok Israni	Director	May 29, 2013
/s/ Ronald L. Olson Ronald L. Olson	Director	May 29, 2013

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<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ Bruce Rosenblum Bruce Rosenblum	Director	May 29, 2013
/s/ Peter M. Thomas Peter M. Thomas	Director	May 29, 2013
/s/Robert H. Tuttle Robert H. Tuttle	Director	May 29, 2013
/s/ Kenneth Ziffren Kenneth Ziffren	Director	May 29, 2013

Exhibit Index

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